

Stratford Town Trust Trustee Code of Conduct

1. The purpose of this document is to give clear guidance on the standards of conduct that are expected of Trustees in fulfilling their duties to Stratford Town Trust.
2. Trustees must be committed to the charitable objects as set out in the Memorandum and Articles together with the mission and vision of the organisation. These rules only apply as far as the Trustee is acting for and on behalf of the Trust (whether in a paid or unpaid capacity, and expressly or by implication). They should ensure that they have a good understanding of the following, to be read in conjunction with this document:
 - The Memorandum & Articles of Association (the Governing Document)
 - Matters Reserved for the Board
 - Conduct of Meetings
 - Conflict of Interest Loyalty Policy and Procedure
 - Bribery Policy
 - Press Policy
 - Social Media Policy
 - Schedule of Delegated Authorities
3. The Memorandum and Articles of Association take precedence over all other key documents.
4. Furthermore, Trustees must ensure that their conduct reflects the principles set out in Charity Commission guidance, *The Essential Trustee – What You Need to Know* and the *Charity Governance Code*.
www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3
www.charitygovernancecode.org/en

Acting in the best interests of the Charity

5. Trustees must always act in the best interests of the charity. This means all trustees must conduct themselves with honesty, integrity and in a manner that enhances the reputation of the Trust and safeguards the interests of the present and future beneficiaries. Trustees must be respectful and constructive towards other trustees' opinions and in response to staff members' contributions. Trustees must always act reasonably and responsibly in all matters relating to the charity, acting with as much care as if dealing with personal affairs and taking advice if necessary. Trustees must maintain confidentiality on sensitive and confidential information. The charity's income and property must only be used for the purposes set out in the governing document and trustees must be aware of issues that affect the present and future stability and growth of the Trust.

The role of the Trustee

6. Trustees should always respect boundaries between executive and governance functions. Trustees may contact the appropriate officer to request information or seek clarification on any matter of ordinary business, but for the avoidance of doubt Trustees must only give instructions to Officers where it is clear to both the Trustee and the Officer that the instruction is in pursuance of a policy, procedure or similar that has already been agreed by the Trust in writing. In case of uncertainty, the Officer concerned will consult with the Chief Executive before acting upon the instruction.
7. If the Trustee wishes to clarify the role of the Chair or Deputy Chair in conducting the business of the board or one of its committees then advice should be sought from the Chief Executive.

8. Individual Trustees must not make any commitments of any nature on behalf of the Trust without prior approval by the Board or Committee as appropriate.
9. Trustees should exercise their responsibilities so as to attach equal importance to all aspects of the Town Trust's activities and business interests. Trustees should not act in a way that gives rise to the perception that they are unduly interested in any single aspect of Trust business or motivated by the desire to promote any individual project or activity.
10. Unless otherwise specified by either the Chair or the Chief Executive all enquiries from the press and other media should be routed through the Chair/Chief Executive. This includes any activity on any social media platform relating to the Trust.
11. All Trustee Personal Interests, Financial, Social or Domestic as defined in the Conflict of Interest and Loyalty Policy and any changes thereto should be notified to the Chief Executive and recorded in the Register of Trustees' Interests. The Register of Trustees' Interests is a public document, which is open to inspection at any reasonable time by Members of the Trust, regulatory bodies and other authorised parties, for example, the auditors.

Meetings and decision making

12. Trustees must understand the importance and purpose of board and committee meetings, be committed to preparing for them in order to be able to analyse information and, when necessary, challenge constructively. Regular attendance is required and in accordance with the terms outlined in the Conduct of Meetings document. Collective decision making is one of the most important parts of the trustee role. Some decisions are simple and straightforward; others can be complex or far reaching in their consequences. When trustees make decisions about the Trust, they must:
 - act within agreed powers
 - act in good faith, and only in the interests of Stratford Town Trust
 - make sure they are sufficiently informed, taking any advice if needed
 - take account of all relevant factors
 - ignore any irrelevant factors
 - deal with conflicts of interest and loyalty
 - stand by a collective decision even if it conflicts with a personal viewpoint
13. So as to ensure good governance, all decision making should be fair, clear, transparent, and properly recorded. It is important to record how more significant decisions were made in case there is a need to review or explain them in the future.
14. Where professional assistance and guidance is required to enable the Trustees to make the most appropriate decision, specialist advice should be sought and considered carefully. All such professional advice should be in writing.
15. Trustees must ensure that they have a thorough understanding of their responsibilities regarding conduct as set out in this document, a copy of which will be given to and signed for by every Trustee. Any issues or queries concerning the contents of this document should be directed, in the first instance to the Chief Executive.

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